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UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
OAKLAND DIVISION

In re NVIDIA CORP. DERIVATIVE LITIGATION

Master File No. C-06-06110-SBA (JCS)

## STIPULATION AND ORDER REGARDING SETTLEMENT

## This Document Relates To:

## ALL ACTIONS.

This Stipulation is entered into by and among co-lead plaintiffs, the Nominal Defendant NVIDIA Corp. (“NVIDIA”), and the individuals named as defendants in this action, through their attorneys of record.

WHEREAS, on September 22, 2008 the parties filed a Stipulation informing the Court that they had executed a Memorandum of Understanding outlining the terms of a proposed settlement and that a Motion for Preliminary Approval of Settlement would be submitted within a reasonable period of time thereafter;

WHEREAS, the parties are continuing to work on the Settlement Agreement and other settlement documents accompanying the Motion for Preliminary Approval of the Settlement, and expect to have them finalized shortly;

WHEREFORE, IT IS STIPULATED AND AGREED that:

1. The parties will submit a Motion for Preliminary Approval of Settlement by November 7, 2008.

2. The parties will notice the hearing on the Motion for Preliminary Approval of Settlement for January 20, 2009.

DATED: October 31, 2008

Respectfully Submitted,

ORRICK, HERRINGTON & SUTCLIFFE LLP  
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s/ James E. Thompson  
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I, James E. Thompson, am the ECF user whose ID and password are being used to file this Notice of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and Vacating Motion Hearing. In compliance with General Order 45, X.B., I hereby attest that Travis E. Downs III has concurred in this filing.

DATED: October 31, 2008

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*I, James E. Thompson, am the ECF user whose ID and password are being used to file this Notice of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and Vacating Motion Hearing. In compliance with General Order 45, X.B., I hereby attest that Stephanie Byerly has concurred in this filing.*

DATED: October 31, 2008

HOWREY LLP  
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s/ Stephanie Byerly  
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*I, James E. Thompson, am the ECF user whose ID and password are being used to file this Notice of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and Vacating Motion Hearing. In compliance with General Order 45, X.B., I hereby attest that Kevin Muck has concurred in this filing.*

Dated: October 31, 2008

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*I, James E. Thompson, am the ECF user whose ID and password are being used to file this Notice of Settlement and Stipulation and [Proposed] Order Withdrawing Motions and Vacating Motion Hearing. In compliance with General Order 45, X.B., I hereby attest that Steven Kaufhold has concurred in this filing.*

1 Dated: October 31, 2008

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**ORDER**

Based on the stipulation of the signed parties, and good cause appearing, IT IS HEREBY  
ORDERED that:

1. The parties will submit a Motion for Preliminary Approval of Settlement by  
November 7, 2008.
2. The parties will notice the hearing on the Motion for Preliminary Approval of  
Settlement for January 20, 2009.

IT IS SO ORDERED.

DATED: 11/3/08

  
THE HONORABLE  
SAUNDRA BROWN ARMSTRONG  
UNITED STATES DISTRICT JUDGE